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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 11
CENGAGE LEARNING, INC., <i>et al.</i> ,	)	Case No. 13-44106 (ESS)
	)	Case No. 13-44105 (ESS)
	)	Case No. 13-44107 (ESS)
	)	Case No. 13-44108 (ESS)
Debtors.	)	(Jointly Administered)
	)	

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**NOTICE OF AGENDA  
OF MATTERS SCHEDULED FOR HEARING ON OCTOBER 25, 2013**

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Date and Time of Hearing: October 25, 2013 at 8:30 a.m.

Location of Hearing: Honorable Elizabeth S. Stong  
United States Bankruptcy Court for the Eastern District of New York  
271 Cadman Plaza East  
Courtroom 3585  
Brooklyn, New York 11201-1800

Copies of Motions: A copy of each pleading can be viewed on the Court's website at <http://www.nyeb.uscourts.gov/> and at the website of the Debtors' notice and claims agent, Donlin, Recano & Company, Inc. ("Donlin Recano") at <http://www.cengagecaseinfo.com>.

## **I. UNCONTESTED MATTERS**

1. **Amendment and Assumption of Stamford Lease** - Debtors' Motion for Entry of an Order Authorizing the Debtors to Amend and Assume the Stamford Headquarters Real Property Lease [**Docket No. 551**]

**Responses Received:** None

**Related Documents:** None

**Status:** This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

2. **Extension of Time to Assume or Reject Unexpired Nonresidential Leases** - Debtors' Motion for Entry of an Order, Pursuant to Section 365(d)(4) of the Bankruptcy Code, Extending Their Time to Assume or Reject Unexpired Leases of Nonresidential Real Property [**Docket No. 575**]

**Responses Received:** None

**Related Documents:** None

**Status:** This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

3. **Postpetition Lease Motion** - Debtors' Motion for Entry of an Order Authorizing the Debtors to Enter Into a Postpetition Lease [**Docket No. 561**]

**Responses Received:** None

**Related Documents:**

- A. Certificate of No Objection to Debtors' Motion for Entry of an Order Authorizing the Debtors to Enter into a Postpetition Lease [**Docket No. 605**]

**Status:** This matter is going forward on an uncontested basis for the purpose of presenting the proposed order attached to the certificate of no objection.

4. **Claims Settlement Motion** - Debtors' Motion for Entry of an Order Establishing Procedures for Settlement of Claims of the Debtors [**Docket No. 547**]

**Responses Received:** None

**Related Documents:** None

**Status:** This matter is going forward on an uncontested basis for the purpose of presenting a revised proposed order.

5. **Retention Application of Ocean Tomo LLC** - Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Ocean Tomo LLC as Intellectual Property Valuation Consultants *Nunc Pro Tunc* to the Petition Date [**Docket No. 580**]

**Responses Received:** None

**Related Documents:** None

**Status:** This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

**II. CONTESTED MATTERS**

6. **Motion Extending the Exclusive Periods** - Debtors' Motion for Entry of an Order Extending the Exclusive Periods During Which Only the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [**Docket No. 574**]

**Responses Received:**

- A. Limited Objection and Response of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Extending the Exclusive Periods During Which Only the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [**Docket No. 600**]
- B. Limited Response of First Lien Group to the Debtors' Motion For Entry Of An Order Extending The Exclusive Period During Which Only The Debtors May File A Chapter 11 Plan [**Docket No. 619**]

**Related Documents:**

- A. Debtors' Reply to the Limited Objection and Response of the Official Committee of Unsecured Creditors to the Debtors' Motion for Entry of an Order Extending the Exclusive Periods During Which Only the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof [**Docket No. 620**]

**Status:** This matter is going forward.

### **III. CONTINUED MATTERS**

7. **Debtors' Scheduling and Mediation Motion** - Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan **[Docket No. 416]**

#### **Responses Received:**

- A. Objection of the Second Lien Trustee to the Debtors' Motion to Shorten Notice Period with Respect to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan **[Docket No. 418]**
- B. Objection to Debtors' Motion to Shorten the Notice Period With Respect to the Debtors' Motion for entry of an Order (A) Approving Appointment of a Mediator and Scheduling a Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with certain Contested Issues Relating to the Debtors' Plan **[Docket No. 420]**
- C. Objection of Affiliates of Centerbridge Partners, L.P. to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan **[Docket No. 429]**
- D. Objection to the Motion for Entry of an Order Approving the Appointment of a Mediator, Scheduling Certain Hearing Dates in Connection with Confirmation of the Plan and Requesting Certain Related Relief **[Docket No. 433]**

- E. Limited Response of Wilmington Trust, National Association to Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan **[Docket No. 434]**
- F. Response of First Lien Group to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan **[Docket No. 436]**
- G. Objection of the Second Lien Trustee to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection With Confirmation of the Debtors' Plan and (B) Scheduling Certain Hearing Dates and Deadlines **[Docket No. 438]**
- H. Objection of Wells Fargo Bank, National Association to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Contested Issues Relating to the Debtors' Plan and Joinder to Other Objections to Same **[Docket No. 444]**
- I. Objection to Debtors' Motion for entry of an Order (A) Approving Appointment of a Mediator and Scheduling a Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan **[Docket No. 445]**

**Related Documents:**

- A. Debtors' Motion to Shorten the Notice Period With Respect to the Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In

Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan **[Docket No. 417]**

- B. Order Granting Motion For Entry Of An Order Shortening The Notice Period With Respect To The Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan **[Docket No. 422]**
- C. Order Scheduling Certain Hearing Dates and Deadlines in Connection With Confirmation of the Debtor's Plan **[Docket No. 530]**

**Status:** This matter is being continued to the hearing to be held on November 12, 2013.

- 8. **Committee's Standing Motion** - Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors Estates Relating to the Disputed Collateral **[Docket No. 337]**

**Responses Received:**

- A. Objection of Apax Partners L.P. to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral **[Docket No. 387]**
- B. Response of First Lien Group to Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral **[Docket No. 388]**
- C. Omnibus Response of JPMorgan Chase Bank, N.A. to the Motions

of the Official Committee of Unsecured Creditors for: (I) an Order Continuing Hearing on the Debtors' Disclosure Statement and Plan of Reorganization and (II) Leave, Standing and Sole Authority to Litigate and Settle Claims and Cause of Action on behalf of the Debtors and Debtors' Estates Relating to Disputed Collateral [Docket No. 389]

D. Debtors' Objection to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral [Docket No. 410]

**Related Documents:**

A. Notice of Adjournment of Hearing on Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral [Docket No. 420]

**Status:** This matter is being continued to the hearing to be held on November 12, 2013.

9. **Committee Investigation Period Extension Motion** - Motion for an Order Extending the Period during which the Official Committee of Unsecured Creditors May Investigate, Commence Actions and/or Challenge the Claims and Liens of the First Lien Secured Parties [Docket No. 479]

**Responses Received:**

A. Joint Limited Objection of the Administrative Agent for the First Lien Credit Facility, the First Lien Group and the First Lien Trustee for the First Lien Notes to the Motion for an Order Extending the Period during which the Official Committee of Unsecured Creditors May Investigate, Commence Actions and/or Challenge the Claims and Liens of the First Lien Secured Parties [Docket No. 509]

B. Debtors' Limited Objection to the Committee's Motion for an Order Extending the Period During Which the Official Committee of Unsecured Creditors May Investigate, Commence Actions and/or Challenge the Claims and Liens of the First Lien Secured Parties [Docket No. 510]

C. Omnibus Reply in Support of Motion for an Order Extending the Period During Which the Official Committee of Unsecured Creditors May Investigate, Commence Actions and/or Challenge the Claims and Liens of the First Lien Secured Parties [Docket No. 523]

**Related Documents:** None

**Status:** This matter is being continued to the hearing to be held on November 12, 2013..

**IV. WITHDRAWN MATTERS**

10. **Rejection of Stamford Lease Motion** - Debtors' Motion for Entry of an Order Authorizing the Debtors (I) Rejection of the Stamford Lease and (II) Entry into the Temporary Lease and Related Expense Thereto [Docket No. 307]

**Responses Received:** None

**Related Documents:** None

**Status:** This matter will be withdrawn pending the approval of the Debtors' Motion for Entry of an Order Authorizing the Debtors to Amend and Assume the Stamford Headquarters Real Property Lease.

Brooklyn, New York  
Dated: October 24, 2013

*/s/ Jonathan S. Henes*

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